

8. Any General Partner may elect to become a co-managing General Partner, by giving written notice to all partners.

Paragraph 16 is added:

16. The Managing General Partner, for the Partnership, is authorized to execute a note and mortgage in order to secure a loan to be insured by the Secretary of Housing and Urban Development and to execute a Regulatory Agreement and other documents required by the Secretary in connection with such loan. Any incoming partner shall as a condition of receiving an interest in the partnership property agree to be bound by the note, mortgage and Regulatory Agreement and other documents required in connection with the FHA insured loan to the extent and on the same terms as the other partners. Upon any dissolution, no title or right to possession and control of the project, and no right to collect the rents therefrom shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to the Secretary.

If there is any conflict between the Regulatory Agreement and the Partnership Agreement, the Regulatory Agreement shall prevail.

IN WITNESS WHEREOF, the undersigned have executed this Amended Certificate and Agreement of Limited Partnership on the date above first written.

WITNESS:

[Signature]  
Patricia Burnett

CONTINENTAL MANAGEMENT CORPORATION

By: [Signature]  
As Assignor of 1/2 of 1/3 Interest to Southeastern Housing Corporation, as Managing General Partner

[Signature]  
Patricia Burnett

SOUTHEASTERN HOUSING CORPORATION

By: [Signature]  
As Assignee and as Managing General Partner, consenting and accepting 1/2 of 1/3 Interest

[Signature]  
Patricia Burnett

CONTINENTAL MANAGEMENT CORPORATION

By: [Signature]  
As Assignor of 1/2 of 1/3 Interest to Everett A. Knight, as General Partner

[Signature]  
Patricia Burnett

EVERETT A. KNIGHT

[Signature]  
As Assignee, consenting and accepting 1/2 of 1/3 Interest as General Partner

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